

# **Exhibit B**

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12 Attorneys for Defendant U.S. Bank Trust National Association,  
13 in its capacity as Indenture Trustee

14 SUPERIOR COURT OF THE STATE OF CALIFORNIA  
15 COUNTY OF SANTA CLARA  
16

17 FINISAR CORPORATION, a Delaware  
18 corporation,

19 Plaintiff,

20 v.

21 U.S. BANK TRUST NATIONAL  
ASSOCIATION, a national banking  
22 association, not in its individual capacity,  
but solely in its capacity as Indenture  
23 Trustee on behalf of all Holders of Finisar  
Corporation's 5¼% Convertible  
24 Subordinated Notes due 2008, 2½%  
Convertible Senior Subordinated Notes due  
25 2010, and 2½% Convertible Subordinated  
Notes due 2010, and DOES 1 through 10,  
26 inclusive,

27 Defendants.  
28

Case No.: 107CV081092

**ANSWER TO COMPLAINT FOR  
DECLARATORY RELIEF**

U.S. Bank Trust National Association, in its capacity as indenture trustee ("Trustee") for holders of the (a) 5¼% Convertible Subordinated Notes due 2008 under that certain Indenture dated as of October 15, 2001, (b) 2½% Convertible Subordinated Notes due 2010 under that certain Indenture dated as of October 15, 2003, and (c) 2½% Convertible Senior Subordinated Notes due 2010 under that certain Indenture dated as of October 12, 2006, hereby states and alleges in response to the unverified March 2, 2007 Complaint ("Complaint") of Finisar Corporation ("Plaintiff") as follows:<sup>1</sup>

### **GENERAL DENIAL**

Pursuant to Section 431.30(d) of the California Code of Civil Procedure, the Trustee denies each and every allegation of the unverified Complaint, and the whole thereof, and denies that Plaintiff is entitled to any recovery or relief sought or alleged by reason of any act, omission, or conduct on the part of the Trustee.

### **AFFIRMATIVE DEFENSES**

Without admitting or acknowledging that the Trustee bears any burden of proof as to any of them, the Trustee asserts the affirmative defenses provided for below. The Trustee hereby reserves all rights to interpose additional affirmative defenses which may be ascertained during the course of discovery in this action.

#### **FIRST AFFIRMATIVE DEFENSE (Failure to State a Cause of Action)**

1. The Complaint fails to state a claim against the Trustee for which relief can be granted.

#### **SECOND AFFIRMATIVE DEFENSE (Estoppel and/or Waiver)**

2. The allegations of the Complaint are barred by estoppel and/or waiver.

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<sup>1</sup> All capitalized terms used herein and not otherwise defined shall have the meanings given to such terms in the Complaint.

**THIRD AFFIRMATIVE DEFENSE**  
**(Unclean Hands)**

3. The allegations of the Complaint are barred by unclean hands.

**FOURTH AFFIRMATIVE DEFENSE**  
**(Breach of Contract)**

4. Plaintiff is in breach of contract.

**FIFTH AFFIRMATIVE DEFENSE**  
**(Breach of the Implied Covenant of Good Faith and Fair Dealing)**

5. Plaintiff is in breach of the Indentures' implied covenant of good faith and fair dealing.

**PRAYER FOR RELIEF**

WHEREFORE, the Trustee respectfully requests that judgment be entered against Plaintiff and for itself as follows:

- (A) Dismissing the Complaint with prejudice and on the merits;
- (B) Awarding the Trustee the costs and expenses incurred in this action, including but not limited to reasonable attorneys' fees; and
- (C) Awarding such other and further relief as the Court deems fair and equitable.

Dated: April 13, 2007

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U.S. BANK TRUST NATIONAL  
ASSOCIATION, in its capacity as Indenture  
Trustee